

RECORDATION NO. 30141 FILED

MAR 30 '12 -11 35 AM

SURFACE TRANSPORTATION BOARD

FIRST UNION RAIL

One O'hare Centre
6250 River Rd, Suite 5000
Rosemont, IL 60018

Tel 847.318.7575
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Via UPS NEXT DAY AIR

March 28, 2012

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W., Suite 100
Washington, DC 20423-0001

Re: Memorandum of Assignment of Lease

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are one (1) original and two (2) copies of a Memorandum of Assignment of Lease dated December 16, 2011, a primary document as defined in the Board's Rules for the Recordation of Documents. Please file this Memorandum of Assignment of Lease as a primary document since a Master Lease has not been filed with the Surface Transportation Board. The names and addresses of the parties to the enclosed document are:

Transferor: Citicorp Railmark, Inc.
390 Greenwich Street, 1st Fl.
New York, NY 10013

Transferee: First Union Rail Corporation
One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

A description of the railroad equipment covered by the enclosed document is for one hundred nine (109) hopper cars; having EXEX marks (see Schedule 1 for car numbers).

A short summary of the document to appear in the index follows: Memorandum of Assignment of Lease

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397. Thank you for your cooperation in this matter.

Sincerely,



Marcia Dunne
Senior Documentation Specialist

Enclosure
(EXEG001)

MAR 30 '12 -11 35 AM

SUNBELT TRANSPORTATION BOARD

MEMORANDUM OF ASSIGNMENT OF LEASE

THIS MEMORANDUM OF ASSIGNMENT OF LEASE dated as of this 16th day of December, 2011, is made by Citicorp Railmark, Inc., a Delaware corporation, with an address at 390 Greenwich Street, 1st Floor, New York, NY 10013 (the "Transferor"), and First Union Rail Corporation, a North Carolina corporation, with an address at One O'Hare Centre, 6250 River Road, Suite 5000, Rosemont, IL 60018 (the "Transferee" and, together with the Transferor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Transferor, as lessor, and Exelon Generation Company LLC (the "Lessee"), as lessee, previously entered into the following documents (collectively referred to as the "Lease Agreement") pursuant to which Lessee leased the railcars identified on Schedule 1 attached hereto (the "Equipment"):

1. Master Net Railcar Lease, dated as of April 17, 2006, between Transferor (as successor to The CIT Group/Equipment Financing, Inc.), as lessor, and Exelon Generation Company, LLC, as lessee (the "Lease"); and
2. Schedule No. 02 to the Lease, which Schedule is dated as of April 1, 2008 and effective as of February 1, 2008, between Transferor (as successor to The CIT Group/Equipment Financing, Inc.), as lessor, and Exelon Generation Company LLC, as lessee.

WHEREAS, pursuant to a Purchase Agreement dated as of December 16, 2011 between Transferor and Transferee (the "Purchase Agreement"), Transferor agreed to sell the Equipment to Transferee and to assign to Transferee the rights and obligations of Transferor in, to and under the Lease Agreement arising after the date hereof, and Transferee agreed to purchase the Equipment and agreed to such assignment.

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid sale and assignment, and the respective interests therein of the Parties.

NOW, THEREFORE, to accomplish the foregoing, the Parties are filing this Memorandum of Assignment of Lease with the Surface Transportation Board pursuant to 49 U.S.C. Section 11301(a). In the event of any conflict between the provisions of this Memorandum of Assignment of Lease and the Purchase Agreement, the provisions of the Purchase Agreement shall control.

[signature page to follow]

IN WITNESS WHEREOF, each of the undersigned has caused this Memorandum of Assignment of Lease to be executed by a duly authorized officer as of the day and year first above written.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Transferor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Transferor. I further declare under penalty of perjury that the foregoing is true and correct.

CITICORP RAILMARK, INC.

By: _____

Name: Thomas M. Pawlicki

Title: Senior Vice President

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Transferee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Transferee. I further declare under penalty of perjury that the foregoing is true and correct.

FIRST UNION RAIL CORPORATION

By: _____

Name: _____

Title: _____

IN WITNESS WHEREOF, each of the undersigned has caused this Memorandum of Assignment of Lease to be executed by a duly authorized officer as of the day and year first above written.

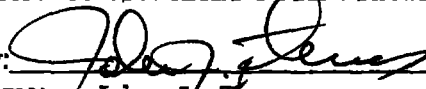
I certify that I hold the title set forth below, that this instrument was signed on behalf of the Transferor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Transferor. I further declare under penalty of perjury that the foregoing is true and correct.

CITICORP RAILMARK, INC.

By: _____
Name: Thomas M. Pawlicki
Title: Senior Vice President

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Transferee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Transferee. I further declare under penalty of perjury that the foregoing is true and correct.

FIRST UNION RAIL CORPORATION

By:  _____
Name: John J. Thomas
Title: President

SCHEDULE 1
TO THE MEMORANDUM OF ASSIGNMENT OF LEASE

THE EQUIPMENT

One hundred nine (109) 4200 c.f. aluminum bottom discharge coal hopper cars bearing the following car marks and numbers:

<u>Initial</u>	<u>Number</u>	<u>Initial</u>	<u>Number</u>	<u>Initial</u>	<u>Number</u>	<u>Initial</u>	<u>Number</u>
1 EXEX	10861	29 EXEX	10894	56 EXEX	10923	84 EXEX	10954
2 EXEX	10862	30 EXEX	10895	57 EXEX	10924	85 EXEX	10955
3 EXEX	10863	31 EXEX	10896	58 EXEX	10926	86 EXEX	10956
4 EXEX	10864	32 EXEX	10897	59 EXEX	10927	87 EXEX	10957
5 EXEX	10865	33 EXEX	10898	60 EXEX	10928	88 EXEX	10958
6 EXEX	10866	34 EXEX	10899	61 EXEX	10929	89 EXEX	10959
7 EXEX	10867	35 EXEX	10900	62 EXEX	10930	90 EXEX	10960
8 EXEX	10868	36 EXEX	10901	63 EXEX	10931	91 EXEX	10962
9 EXEX	10869	37 EXEX	10902	64 EXEX	10932	92 EXEX	10963
10 EXEX	10870	38 EXEX	10903	65 EXEX	10933	93 EXEX	10964
11 EXEX	10871	39 EXEX	10904	66 EXEX	10934	94 EXEX	10965
12 EXEX	10873	40 EXEX	10905	67 EXEX	10935	95 EXEX	10966
13 EXEX	10876	41 EXEX	10906	68 EXEX	10936	96 EXEX	10967
14 EXEX	10878	42 EXEX	10907	69 EXEX	10937	97 EXEX	10968
15 EXEX	10879	43 EXEX	10908	70 EXEX	10938	98 EXEX	10969
16 EXEX	10880	44 EXEX	10909	71 EXEX	10939	99 EXEX	10970
17 EXEX	10881	45 EXEX	10911	72 EXEX	10941	100 EXEX	10971
18 EXEX	10882	46 EXEX	10912	73 EXEX	10942	101 EXEX	10972
19 EXEX	10883	47 EXEX	10914	74 EXEX	10943	102 EXEX	10973
20 EXEX	10884	48 EXEX	10915	75 EXEX	10944	103 EXEX	10974
21 EXEX	10885	49 EXEX	10916	76 EXEX	10945	104 EXEX	10975
22 EXEX	10886	50 EXEX	10917	77 EXEX	10946	105 EXEX	10976
23 EXEX	10887	51 EXEX	10918	78 EXEX	10948	106 EXEX	10977
24 EXEX	10888	52 EXEX	10919	79 EXEX	10949	107 EXEX	10978
25 EXEX	10889	53 EXEX	10920	80 EXEX	10950	108 EXEX	10979
26 EXEX	10890	54 EXEX	10921	81 EXEX	10951	109 EXEX	10980
27 EXEX	10892	55 EXEX	10922	82 EXEX	10952		
28 EXEX	10893			83 EXEX	10953		